

CERTIFICATE OF INCORPORATION
OF

MIDWAY MINING AND DEVELOPMENT, INC.

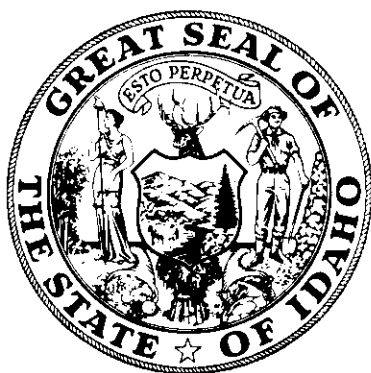
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MIDWAY MINING AND DEVELOPMENT, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **March 13, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Dorise Hiner*

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ARTICLES OF INCORPORATION OF
MIDWAY MINING AND DEVELOPMENT, INC.

REC-1117-07
STATE

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, LARRY MANNING and EVERETT SANFORD, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following Articles of Incorporation:

I.

The name of the corporation shall be MIDWAY MINING AND DEVELOPMENT, INC.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The location of the registered office of the corporation shall be 216 East Street, Stites, Idaho, 83552, and the name and address of the registered office and agent of the corporation shall be Larry Manning, ^{216 East Street,} P. O. Box 174, Stites, Idaho, 83552.

IV.

That the nature of the business and the objectives and purposes to be transacted, promoted and carried out are to do any or all things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

To purchase, locate, lease or otherwise acquire mining claims, mining rights and lands and any interest therein; and explore, work, exercise, develop and turn to account the same; to quarry, mine, work, exercise, develop and turn to account the same; to smelt, refine, dress, amalgamate and prepare for market

1 ore, metal and mineral substances of all kinds, and to carry on
2 any other operation or business which may be necessary, convenient
3 or incidental to any of the objects of the corporation; to buy,
4 sell, manufacture and deal in minerals, plants, machinery, imple-
5 ments, conveniences, provisions and things capable of being used
6 in connection with the mining or other operations of this corpora-
7 tion, or required by workmen and others employed by the company;
8 to construct, carry out, maintain, improve, manage, work, control
9 and superintend any roads, ways, railways, bridges, reservoirs,
10 water courses, aqueducts, wharves, furnaces, mills, crushing
11 works, hydraulic works, factories, warehouses and other works and
12 conveniences which may seem necessary, convenient or incidental to
13 any object of the company and to contribute, to subsidize or other-
14 wise aid or take part in any such operation; to build and lease
15 houses for the use of miners and others, including the purchase of
16 and sale of them.

17 To acquire by location, purchase, lease, option or other-
18 wise, lands in any part of the world, for the purpose of exploring
19 and prospecting for gold, silver, iron, coal, copper and other
20 ores.

21 To acquire by lease, option, purchase, gift, devise,
22 grant, conveyance, agreement or otherwise, and to hold, own,
23 possess, enjoy, develop and work, sell, lease, convey or otherwise
24 dispose of real estate, mines, mineral rights and mineral lands in
25 any part of the world, and especially lands containing or believed
26 to contain deposits of gold, silver, iron, coal, copper or other
27 minerals, and any right, title, or interest therein; and to develop,
28 operate and work mines, upon, in or under such lands, for the pur-
29 pose of mining and producing gold, silver, iron, copper and other
30 ores and minerals; to mine, smelt, prepare for market, manufacture,
31 buy, sell, exchange and deal in gold, silver, iron ores, copper
32

1 ores, and in all kinds of ores, and in gold, silver, iron, coal,
2 steel, copper and all kinds of metals and minerals and in the
3 products and by-products thereof, of every kind and description.

4 To buy and otherwise acquire, to own and hold, manage,
5 operate, improve, develop and sell lands, mining claims, mineral
6 rights, all wells and other real property and interests and rights
7 in and to any of the said property; to buy and sell oil royalties
8 of every kind and character, to rent and lease machinery of every
9 kind and character.

10 To buy, exchange, contract for lease and otherwise ac-
11 quire, hold and own, and to deal in, sell, mortgage, lease or
12 otherwise dispose of lands, mining claims, mineral rights, oil
13 wells, gas wells, oil lands, gas lands and other real property, and
14 rights and interests in and to real property, and to manage, oper-
15 ate, maintain, improve and develop the properties, and each and
16 all of them.

17 To acquire by purchase or exchange, or any other manner,
18 in the United States or in foreign countries, mining claims,
19 grounds or leads, mining and mineral rights, concessions, grants,
20 or any other interest therein, and to sell, exchange, lease or in
21 any other manner dispose of the whole or any part thereof or any
22 interest therein when desirable.

23 To undertake and carry on any business transactions or
24 operations commonly undertaken or carried on by such businesses
25 and generally to institute, enter into, assist, promote and parti-
26 cipate in any such business or operations.

27 V.

28 The Capital Stock of the corporation shall be ONE
29 MILLION and No/100 DOLLARS (\$1,000,000.00), divided into
30 200,000 shares of five Dollars (\$ 5.00), par value. No distinction
31 shall exist between the shares of this corporation and all such
32 shares shall have the same right in the corporation.

VI.

All or any portion of the capital stock may be issued for cash, or in payment for real or personal property, services, or any other right or thing of value, for the uses and purposes of the corporation, and, when so issued, shall become and be fully paid, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock.

VII.

From time to time, the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law.

VIII.

The name and address (post office) of each of the incorporators, and initial directors, and the statement of the number of shares subscribed for by each, are as follows, to-wit:

1. Larry Manning, P. O. Box 566, Kooskia, Idaho, 83539, one share.
2. Everett Sanford, P. O. Box 6, Stites, Idaho, 83539, one share.

IX.

This corporation reserves the right to amend, alter, change or repeal any of the provisions contained in this certificate of incorporation in any manner now or hereafter preserved or prescribed by the applicable statutes, and all rights conferred on stockholders herein are granted, subject to this reservation.

X.

The private property of the stockholders shall not be subject to any payment of corporate debts in any manner whatsoever.

We, the undersigned being each one of the original subscribers to the capital stock hereinafter named, for the purpose

1 of forming a corporation to do business both within and without the
2 State of Idaho, and in pursuance of the laws of the State of Idaho,
3 do make and file these Articles of Incorporation, hereby declaring
4 and certifying that the facts stated herein are true, and we re-
5 spectively agree to take the number of shares hereinabove set op-
6 posite our names and according hereto have set our hands and seals
7 this 13th day of march, 1984.

8
9 Larry Manning
Larry Manning

10
11 Everett Sanford
Everett Sanford

12 STATE OF IDAHO

13 County of Idaho -- ss.

14 On this ____ day of _____, 1984, before me, a
15 Notary Public in and for such county and state, personally appeared
16 LARRY MANNING, known to me to be the person whose name is subscrib-
17 ed to the within instrument, and he acknowledged to me that he
18 freely executed it.

19 (SEAL) _____

20 Notary Public for Idaho, residing at _____.

21 My commission expires on _____, 19____.

22 STATE OF IDAHO

23 County of Idaho -- ss.

24 On this ____ day of _____, 1984, before me, a
25 Notary Public in and for such county and state, personally appeared
26 EVERETT SANFORD, known to me to be the person whose name is sub-
27 scribed to the within instrument, and he acknowledged to me that he
28 freely executed it.

29 (SEAL) _____

30 Notary Public for Idaho, residing at _____.

31 My commission expires on _____, 19____.